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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, LEAR CORPORATION GMBH, LEAR CORPORATION EEDS AND
INTERIORS, AND LEAR CORPORATION, ON BEHALF OF ITSELF AND ITS
SUBSIDIARIES, WITHDRAWING PROOFS OF ADMINISTRATIVE EXPENSE
CLAIM NUMBERS 18677, 19033, 19971, AND 19972

(LEAR CORPORATION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Lear Corporation GmbH ("Lear GmbH"), Lear Corporation EEDS and Interiors ("Lear EEDS"), and Lear Corporation, on behalf of itself and its subsidiaries ("Lear Corp." together with Lear GmbH and Lear EEDS, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Lear Corporation GmbH, Lear Corporation EEDS And Interiors, And Lear Corporation, On Behalf Of Itself And Its Subsidiaries, Withdrawing Proofs Of Administrative Expense Claim Numbers 18677, 19033, 19971, And 19972 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 14, 2009, Lear GmbH filed proof of administrative expense claim number 18677 against Delphi and DAS LLC which asserts an administrative claim in the amount of EUR98,001 for goods sold to the Debtors ("Claim 18677").

WHEREAS, on July 15, 2009, Lear GmbH filed proof of administrative expense claim number 19032 against Delphi and DAS LLC which asserts an administrative claim in the amount of EUR98,001 for goods sold to the Debtors ("Claim 19032").

WHEREAS, on July 15, 2009, Lear EEDS and Interiors filed proof of administrative expense claim number 19033 against Delphi and DAS LLC which asserts an administrative claim in the amount of \$13,615.54 for goods sold to the Debtors ("Claim 19033").

WHEREAS, on November 5, 2009, Lear GmbH filed proof of administrative expense claim number 19971 against Delphi and DAS LLC which asserts an administrative claim in the amount of \$3,715,630.26 for goods sold to the Debtors ("Claim 19771").

WHEREAS, on November 5, 2009, the Lear Corp. filed proof of administrative expense claim number 19972 against Delphi and DAS LLC which asserts an administrative claim in the amount of \$206,739.06 for goods sold to the Debtors ("Claim 19972" together with Claim 18677, Claim 19033 and Claim 19771, the "Claims").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II)

Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 12, 2010, the Claimants filed the Response Of Lear Corporation EEDS And Interiors, Lear Corporation GmbH And Lear Corporation On Behalf Of Itself And Its Subsidiaries To Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Severance Claims (Docket No. 20032) (the "Response").

WHEREAS, Claim 18677 is duplicative of Claim 19032 and the withdrawal of Claim 18677 does not affect the validity, if any, of the amounts asserted in Claim 19032.

WHEREAS, the obligations asserted in the Claims were valid and have been satisfied in full and no further amounts are owed on account of the Claims.

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claims only, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of the Claims will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 18677 is withdrawn as duplicative.
2. Because the amounts asserted in Claim 19033 were valid and have been satisfied in full, Claim 19033 is withdrawn.

3. Because the amounts asserted in Claim 19971 were valid and have been satisfied in full, Claim 19971 is withdrawn.

4. Because the amounts asserted in Claim 19972 were valid and have been satisfied in full, Claim 19972 is withdrawn.

5. Nothing in this Stipulation shall affect the validity, if any, of Claim 19032.

6. The Forty Seventh Omnibus Claims Objection and the Response, both with respect to the Claims only, are withdrawn.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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